

Exhibit A

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	X	
	:	
	:	Chapter 11
W. R. GRACE & CO., <i>et al.</i> , ¹	:	
	:	Case No. 01-1139 (KJC)
	:	
Debtors.	:	Jointly Administered
	:	
	X	

**ORDER GRANTING FINAL APPLICATION OF LATHAM &
WATKINS LLP FOR COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR DECEMBER 1, 2003 THROUGH JULY 31, 2008**

Latham & Watkins LLP ("L&W"), as special counsel to the above-captioned debtors (the "Debtors"), filed a final fee application for allowance of compensation and reimbursement of expenses for December 1, 2003 through July 31, 2008 (the "Final Fee Application"). The Court has reviewed the Final Fee Application and finds that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Fee Application, and any hearing on the Final Fee Application, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Final Fee Application.

Accordingly, it is hereby

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace I-I-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, and H-G Coal Company.

ORDERED, ADJUDGED AND DECREED THAT:

1. The Final Fee Application is GRANTED on a final basis. The Debtors shall pay to L&W the sum of \$748,745.20 as compensation for reasonable and necessary professional services rendered to the Debtors and the sum of \$19,983.40 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$768,728.60 for services rendered and disbursements incurred by L&W for the period of December 1, 2003 through July 31, 2008, less any amounts previously paid in connection with prior fee applications.

2. To the extent L&W has incurred fees and expenses in addition to the foregoing, L&W may file one or more supplemental fee applications by following the interim compensation procedures set forth in the Administrative Order and the Amended Administrative Order and submitting a certificate of no objection and order to the Court for final approval of such fees and expenses as may be reflected in any such supplemental fee application.

Dated: _____
Wilmington, Delaware

THE HONORABLE KEVIN J. CAREY
UNITED STATES BANKRUPTCY JUDGE